

DEPARTMENT OF INFORMATION RESOURCES  
**Board Member Guide**



Texas Department of Information Resources

June 26, 2019

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Cover photo: "Rotunda" by Taylor S. Chonis.

# Introduction

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Welcome to the Department of Information Resources (DIR) team and thank you for your service. This guide is meant to introduce you to your newly appointed board member position and provide ongoing support for common questions and issues that may arise during your tenure.

This guide is divided into two sections:

- “[Section 1 – Law, Rules, and Policies](#)” offers an overview of the various statutes that concern the board and its activity when performing its official function.
- “[Section 2 – DIR: An Overview](#)” provides an overview of DIR, including the agency’s organization, management, operations, roles, and service offerings.

In addition to external training requirements required by the Office of the Attorney General, DIR’s enabling legislation, [Texas Government Code, Chapter 2054](#) (TGC 2054), outlines the training required for both voting and non-voting board members. This training covers:

- [Texas Open Meetings Act](#)
- [Texas Public Information Act](#)
- [Texas Administrative Procedure Act](#)
- Conflict of interest and other laws relating to public officials
- Ethics policies adopted by DIR or the Texas Ethics Commission
- Responsibilities relating to financial management of DIR
- DIR enabling legislation
- DIR operated programs
- DIR’s role and function
- DIR rules
- Contract management
- Current financials for DIR
- Results from the most recent formal audit of DIR

Every new board member must complete this training within certain timeframes as specified below. Each incoming Board member is required to meet three specific training requirements in order to participate on the DIR Board. The first training requirement relating to [Open Government](#) is specified in [Texas Government Code, Sec. 551.005](#) and [Texas Government Code, Sec. 552.012](#). **It requires that within 90 days after the date you assume the responsibilities as a member of the Board,** you must take the training provided by the [Texas Attorney General \(OAG\)](#) for public officials. When you have completed the courses, ***please provide the DIR [General Counsel](#) with a copy of your course completion certificate*** for DIR’s records.

The second training requirement is unique to DIR and specified in [Texas Government Code, Sec. 2054.021 \(f\) and \(g\)](#). This training provides an overview of DIR programs, finances, and operations, and must be completed within **180 days** after you begin serving as a Board member. The DIR Board member guide contains all the information required to meet this training obligation. If you prefer, detailed information can be presented to you in person at your convenience. ***Please notify the DIR [General Counsel](#) when you have completed your review of the DIR Board Member Guide.***

The third training requirement, provided by the [Comptroller of Public Accounts](#) (CPA), is detailed in is new. The [Comptroller of Public Accounts](#), in accordance with a new state law ([Government Code §§ 656.052](#) and [656.053](#)), has issued training guidance to members of governing bodies for the procurement and contracting processes of a state agency. This training is required for all DIR board members, including ex-officio members, and must be taken promptly. The instructions and links from CPA will provide you with all the necessary information to take the online classes and report your compliance. Should you have any questions regarding this training, please contact [Martin Zelinsky](#), DIR General Counsel. When you have completed the course, ***please provide the DIR [General Counsel](#) with a copy of your course completion certificate*** for DIR’s records.

The CPA webinar will provide Governing Body members with an understanding of the ethical and professional responsibilities related to State of Texas Purchasers and Contract Managers entering into contracts and oversight of awarded contracts. The following topics will be covered:

- CPA TPASS resources available to state agencies.
- Requirements or goals contained in the State of Texas Contract Management Guide to improve contracting practices in the state.
- State agencies’ requirements to comply with legal statutes, administrative rules and audit procedures; procurement method and contract source selection.

The table below lists all required training, including a description of the training, where to locate the training, how to verify completion of the training, and the due dates for the completion of the training. It is also your responsibility to ensure that you complete all required financial and conflict of interest disclosures as described in this guide.

<b>Required Training</b>	<b>Description</b>	<b>Location</b>	<b>Verification to DIR <a href="#">General Counsel</a></b>	<b>Due Date</b>
1A. <a href="#">Texas Open Meetings Act</a>	Covers the basics of the Open Meetings Act	Texas Office of Attorney General (OAG) Website	Send <a href="#">Course Certificate</a>	90 days from appointment
1B. <a href="#">Texas Public Information Act</a>	Covers the basics of the Public Information Act	Texas Office of Attorney General (OAG) Website	Send <a href="#">Course Certificate</a>	90 days from appointment
2a. Board Member Guide	DIR training	DIR Website	Email upon completion	180 days after the date on which the board member begins his/her services
2b. Technology Sourcing Office	Contract manager training	Contact DIR	Email upon completion	180 days after the date on which the board member begins his/her services

Required Training	Description	Location	Verification to DIR <a href="#">General Counsel</a>	Due Date
3. <a href="#">Texas Comptroller of Public Accounts (CPA)</a>	Contract training for the procurement and contracting processes of a state agency	Texas Comptroller of Public Accounts (CPA) website	Send <a href="#">acknowledgement form</a>	Promptly

## Section 1 – Law, Rules, and Policies

This section provides the requisite information to train new board members on the following topics:

- DIR Mission,
- Enabling Legislation (Texas Government Code (TGC)),
- Texas Open Meetings Act,
- Texas Public Information Act,
- Texas Administrative Procedure Act,
- Other Laws Affecting Public Officials,
- Financial Responsibilities Relating to Financial Management of DIR,
- Financial Audits,
- Legislative Hearings, and
- Additional responsibilities and training.

## 1.1 DIR Mission

DIR's mission is to provide technology leadership, solutions, and value to Texas state government, education, and local government entities to enable and facilitate the fulfillment of their core missions. The services DIR provides to Texas state government, education, and local government entities will focus on excellence through quality of service, responsiveness, innovation, professionalism, and teamwork. We will operate in an open, ethical, efficient, and accountable manner, with high regard for all customers.

DIR will foster and promote technology leadership by

- providing quality service to our customers
- encouraging strategic partnerships between the public and private sectors

DIR will foster and promote technology solutions by

- ensuring that business needs drive technology solutions
- ensuring the public trust by securing technology assets and maintaining privacy of sensitive data and information

DIR will foster and promote value to customers by

- encouraging use of managed technology infrastructure and shared services
- delivering value to Texas citizens through the official state Internet portal

In addition to DIR's work in establishing statewide technology policies and guidelines through Technology Planning and Policy, DIR offers five key functions to support its mission:

- Information Technology (IT) Security,
- Digital Government (Texas.gov),
- Communications Technology Services (TEX-AN, the Texas Agency Network),
- Cooperative Contracts, and
- Data Center Services.

## 1.2 Enabling Legislation (Texas Government Code (TGC))

### 1.2.1 [TGC 2054: Information Resources Management Act](#)

[Subchapter A: General Provisions](#)

[Subchapter B: Administration of Department](#)

[Subchapter C: General Powers and Duties of Department](#)

[Subchapter D: Information Resources Managers](#)

[Subchapter E: Strategic and Operating Plans; Information Resources Deployment Review](#)

[Subchapter F: Other Powers and Duties of State Agencies](#)

[Subchapter G: Project Management Practices](#)

[Subchapter H: Telecommunications Planning](#)

[Subchapter I: State Electronic Internet Portal Project](#)

[Subchapter J: Texas Project Delivery Framework](#)

[Subchapter K: Electronic System for Occupational Licensing Transactions](#)

[Subchapter L: Statewide Technology Centers](#)

[Subchapter M: Access to Electronic and Information Resources by Individuals with Disabilities](#)

[Subchapter N-1: State Cybersecurity](#)

[Subchapter O: Legacy Systems Study, and Major Outsourced Contracts](#)

[Subchapter P: Additional Provisions on Contracting](#)

[Subchapter Q: Legacy System Moderation Strategy](#)

### 1.2.2 Other Relevant Chapters

- [TGC 2055: Electronic Grant System](#) — Statutory language providing for, and directing DIR to manage, an electronic portal through [Texas.gov](#) that coordinates state grant assistance programs offered by and throughout the state.
- [TGC 2059: Texas Computer Network Security](#) — Statutory language directing DIR to provide computer network security services to state agencies and other entities by agreement.
- [TGC 2157: Purchasing of Automated Information Systems](#) — Statutory language guiding the purchase of automated information systems, including all hardware and software related to the automation of an information system. This includes telecommunication apparatuses and devices that are a component of a communication network relating to telecommunications.

- [TGC 2170: Telecommunications Services](#) — Statutory language relating to and guiding the deployment and administration of the centralized Capitol Complex Telephone System (CCTS).
- [TGC 2262: Statewide Contract Management](#) — Statutory language directing DIR, in consultation with the Comptroller of Public Accounts, to develop a contract management guide (and appropriate training) and Contract Advisory Team to provide assistance to state agencies in improving contract management practices.

### 1.3 Texas Open Meetings Act

Included in the required training, each new board member must complete a training course addressing the member's responsibilities under the [Texas Open Meetings Act](#) (TGC 551). Carrying both civil and criminal penalties, the Texas Open Meetings Act makes it illegal for a state agency board to meet or communicate privately on agency business. This includes individual board members if such a meeting or communication (including emails) would result in a quorum, either directly or through any such chain of communications. To avoid such an occurrence, board members should be mindful of "reply all" responses to email messages that include other board members as addressees. A recent amendment to the Act allows for communication concerning agency business by and between board members on online message boards if:

1. The communication is in writing,
2. The writing is posted on an online message board or similar web-based application that is viewable and searchable, and
3. The communication is displayed in real time for no less than 30 days.

By statute, the DIR board must meet a minimum of once each quarter, or as called by the DIR board chair. In doing such, the board must adhere to all requirements of the [Texas Open Meetings Act](#). To ensure compliance, the following requirements must be fulfilled:

- A [timely notice](#) of the matters to be considered must be published in the [Texas Register](#).
- A quorum of six (including ex officio members) must be present, either in-person or via videoconference, for action or deliberation by the board.<sup>1</sup>
- Members of the board must abstain from discussing official business during breaks or recesses.
- Minutes of all board meetings must be maintained. This includes certified agendas of any matters considered in closed or executive session.
- A DIR attorney should be present for all board meetings to ensure full compliance with the [Texas Open Meetings Act](#).

Statute expressly provides for certain circumstances (exceptions) when an open meeting would not be appropriate. Instances when a closed meeting or executive session is allowed by the DIR board include:

- Consultations with an attorney,
- Deliberations about real property,
- Deliberations regarding gifts and donations,
- Certain personnel matters, and
- Security issues relating to information resources technology, including network security and deployment of security personnel, critical infrastructure, or security devices -an exception exclusive to DIR.

When a closed or executive session is held, the following requirements must be met:

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<sup>1</sup> Although *ex officio* members count towards a quorum, they are not permitted to vote on matters; therefore, when a vote is before the board, a majority is determined only by those non-*ex officio* members present.

- Only issues pertaining to the above referenced exceptions shall be discussed,
- Decisions, votes, or “straw” votes on matters shall be avoided, and
- Aside from closed session in which consultation with an attorney is conducted, a certified agenda must be created and maintained for a minimum of two years.

#### **Texas Open Meetings Act: Subcommittees**

Generally, subcommittees are not subject to the [Texas Open Meetings Act](#) if

- The subcommittee is not attended by a board quorum, *and*
- The subcommittee does not have the authority to vote or otherwise take final action on a matter of agency business, *and*
- The board does not routinely “rubber stamp” the recommendations of its subcommittees.

## 1.4 Texas Public Information Act

The [Texas Public Information Act](#) (Public Information Act) is born of an overarching belief that most government records, including those held by DIR board members, should be open to the public upon request. Therefore, if a board member receives a written request for public information, the board member must immediately notify DIR's Executive Director, Public Information Officer, or General Counsel. There are statutory deadlines by which DIR (by way of the board member) is required to respond. In providing timely notification of a written request, a board member will allow DIR staff to aid with the request and remain in full compliance with the [Public Information Act](#).

Although the [Public Information Act](#) provides numerous exceptions in which information requested may be withheld, DIR staff must request an opinion as to whether an exception applies from the Office of the Attorney General prior to withholding such information. Again, there are specific statutorily defined deadlines by which DIR must comply. If DIR fails to comply, the ability to withhold requested information based on a specific exception may be lost. Therefore, timely notification to DIR's Executive Director, Public Information Officer, or General Counsel is imperative.

Lastly, all or a portion of a board member's business calendar is subject to disclosure under the [Public Information Act](#) if DIR board business is maintained on the calendar. Therefore, a board member is strongly encouraged to maintain separate calendars for board business and a board member's own personal or professional business. Calendars recording DIR-related business shall be retained for one year.

For information regarding a public information request, please contact DIR's [General Counsel](#) or [Public Information Officer](#).

## 1.5 Texas Administrative Procedure Act

In addition to [TGC 2054](#), the [Texas Administrative Procedure Act \(TGC 2001\)](#) grants the DIR board the authority to adopt rules. Once properly adopted, the [agency's rules](#) have the full force of law.

DIR staff draft or revise rules upon board request or as needed. Once drafted, a rulemaking process is undertaken, in which consensus is sought from various affected agencies and stakeholders, including the [Information Technology Council for Higher Education \(ITCHE\)](#).<sup>2</sup> After input is received and accounted for in the draft language of a new or revised rule, the rule is brought before the board for consideration during a regular board meeting.

Upon approval of a new or amended rule, the board authorizes publication of the rule in the [Texas Register](#) for 30 days to garner public comment and feedback. Following the 30-day period, any public feedback is considered and the new or amended rule is again brought before the board for final approval. Upon final approval, the new or amended rule is submitted for publication in the Texas Register. Once published, the rule becomes law.

In addition to new or amended rulemaking on an as-needed basis, all state agency rules must be reviewed every four years for relevancy and to avoid redundancy. During a rule review, the same process is followed regardless of whether changes have occurred: the board must approve a re-publication of the rule for public comment and final approval.

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<sup>2</sup> Due to the potential impact and the unique needs of institutions of higher education, there is a statutory requirement that DIR must coordinate its use of information technology with the institutions of higher education through the Information Technology Council for Higher Education. See [TGC § 2054.121](#).

## 1.6 Other Laws Affecting Public Officials

Regardless of each member's chosen profession, DIR board members are considered public officials. Therefore, there are certain Texas statutes that may guide members' affairs, including the following:

- Financial Disclosure, and
- Conflict of Interest.

### 1.6.1 Financial Disclosure

Voting board members and the DIR executive director must file personal financial statements. The reports are to be filed with the Texas Ethics Commission within thirty days of the earlier of either appointment or qualification for office and by April 30 of each year. A \$500 penalty is automatically assessed for late filing of a financial statement; however, a 60-day extension may be requested for all but the initial report. The filing must include the following:

- Personal financial activity for the previous year,
- In some cases, the financial activity of your spouse and dependent children, if you had authority to exercise control over that activity, and
- Certain received gifts worth more than \$250, excluding those from relatives or political contributions, gifts otherwise reported under the [Election Code](#), or a gift from a lobbyist reported on the lobbyist's activity report.

The Texas Ethics Commission sends the appropriate forms to officials subject to financial disclosure requirements. Board members may also fill out [Personal Financial Statement Forms](#) online.

**All personal financial statements are open to the public under the [Texas Public Information Act](#).**

### 1.6.2 Conflict of Interest

In order to keep DIR procurement decisions free of real or perceived influence, Texas state law, including both [DIR enabling legislation](#) and [general provisions](#), guides the activities of DIR board members and DIR's executive director. Among the activities restricted by DIR's enabling legislation are

- Registering as a lobbyist because of compensated activities for business entities, or trade associations of business entities, that have a substantial interest in the information resources technologies industry.
- Acting as an officer, employee, or paid consultant of a business entity, or trade associations of a business entity, that have substantial interest in the information resources technologies industries and that may contract with state government.
- Owning, controlling, or having, either directly or indirectly, more than a ten percent interest in a business entity that has substantial interest in the information resources technologies industry and that may contract with state government.
- Receiving more than 25 percent of one's income from a business entity that has a substantial interest in the information resources technologies industry and that may contract with state government.
- Being interested in or connected with a contract or bid for furnishing a state agency with information resources technologies.

- Being employed by a state agency as a consultant on information resources technologies.
- Accepting or receiving money or another thing of value from an individual, firm, or corporation to whom a contract may be awarded, directly or indirectly (the statutory language implies a lack of quid pro quo; therefore, this does not preclude a board member from being paid for services rendered to an agency, See [Tex. Att'y Gen. Op. No. GA – 679 \(2008\)](#)).

A new provision enacted in 2015, provides in Government Code section [2261.252](#) (Disclosure of potential conflicts of interest; Certain contracts prohibited) that:

(a) Each state agency employee or official who is involved in procurement or in contract management for a state agency shall disclose to the agency any potential conflict of interest specified by state law or agency policy that is known by the employee or official with respect to any contract with a private vendor or bid for the purchase of goods or services from a private vendor by the agency.

(b) A state agency may not enter into a contract for the purchase of goods or services with a private vendor with whom any of the following agency employees or officials have a financial interest:

- (1) a member of the agency's governing body;
- (2) the governing official, executive director, general counsel, chief procurement officer, or procurement director of the agency; or
- (3) a family member related to an employee or official described by Subdivision (1) or (2) within the second degree by affinity or consanguinity.

(c) A state agency employee or official has a financial interest in a person if the employee or official:

- (1) owns or controls, directly or indirectly, an ownership interest of at least one percent in the person, including the right to share in profits, proceeds, or capital gains; or
- (2) could reasonably foresee that a contract with the person could result in a financial benefit to the employee or official.

(d) A financial interest prohibited by this section does not include a retirement plan, a blind trust, insurance coverage, or an ownership interest of less than one percent in a corporation.

Texas general legislation also provides that a board member may not:

- Accept other employment or compensation that could reasonably be expected to impair a board member's independence of judgment in the performance of a member's official duties.
- Make personal investments that could reasonably be expected to create a substantial conflict between a board member's private interest and the public interest.
- Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised the board member's official powers or performed the member's official duties in favor of another.
- Accept or solicit any gift, favor, or service that might reasonably tend to influence the board member's duties or that the member knows or should know is being offered with the intent to influence the member's official conduct.
- Accept other employment or engage in a business or professional activity that the board member might reasonably expect would require or induce the member to disclose confidential information acquired by reason of the member's official position.

In addition:

- [A former board member may not communicate to, or appear before, an officer or employee of the entity to which they were appointed for two years after leaving the board if the communication or appearance is made with the intent to influence, and on behalf of any person in connection with any matter on which the person seeks official action.](#)
- [A board member who has a personal or private interest in a measure, proposal, or decision pending before the board shall publicly disclose in an open meeting and shall recuse himself/herself from deliberations or decisions on the matter.](#)

When in doubt as to the applicability of the above laws, please consult the Texas Ethics Commission for [an opinion](#) or general guidance. Although DIR General Counsel is not available to advise on specific issues directly with a board member, he/she would be happy to confer with a board member's personal counsel at any time.

### **Conflict of Interest Violations**

There are several defined instances in which a board member may violate state conflict of interest laws, including:

- [Texas Penal Code § 36.02](#) makes it illegal to accept anything in exchange for your vote, decision, or recommendation.
- [Texas Penal Code § 36.07](#) makes it illegal to accept an honorarium in exchange for services you are asked to provide because of your status as an appointed board member.
- [Texas Penal Code § 36.09](#) makes it illegal for someone to offer you a benefit they know is illegal for you to accept.

Certain exceptions for [Section 36.09](#) are set forth in [Section 36.10](#). The more common exceptions include certain transportation and lodging cost, gifts under \$50, and certain meals and entertainment if reported in a lobbyist report to the Texas Ethics Commission.

Though [Texas Penal Code §36.10\(6\)](#) includes an exception that would permit an employee to accept an item with a value less than \$50, DIR's policy is **more strict** than state law in this area. DIR policy prohibits employees from accepting any gift or benefit if it does not meet one of the exceptions listed in Texas Penal Code §36.10.

## 1.7 Financial Responsibilities Relating to Financial Management of DIR

Statute and rule assign various board responsibilities related to DIR’s financial management. Among those responsibilities are the following:

### As Needed: Review and Approval of Large Value Contracts

Per [TGC § 2054.064](#), [§ 2054.522](#) and [1 Texas Administrative Code \(TAC\) 201.6](#), the board shall approve all contracts and contract amendments with a value exceeding \$1 million dollars, or that pertain to a major outsourced contract. After a vendor is selected and before execution of a contract with the vendor, DIR’s executive director or a designee shall seek approval of a majority of the board per the form below:

BOARD APPROVAL OF CONTRACTS OVER \$1 MILLION	
Form Terms	Form Terms Description
RFO Name and No.	Name and RFO number of contract posted
RFO Posting Date	Date posted on the ESBD
RFO Response Due Date	Date responses/offers were submitted
Name of Offerors	List all vendors responding to the RFO
Evaluation Process	Describe the process used for evaluation. What were the key evaluation factors? Were agency and DIR staff involved in the evaluation? Was a procurement quality assurance team used? Was there a downselect of vendors? If so, how was the downselect determined?
Governance Oversight	Was a governance committee involved in overseeing the procurement? If so, what was its role? Was a board subcommittee part of the oversight process for the procurement? If so, name the board subcommittee and its membership.
Vendors Invited to Negotiate	List the vendors invited to negotiate
Vendor Recommended for Award	Enter name of vendor recommended for contract award
Total Contract Amount	Enter the total contract amount
Contract Term	Enter the start and end dates of the contact
Summary of Contract Purpose	Provide an executive level summary of the purpose of the contract. Discuss the statutory authority for the procurement. Include if this contract will replace a current contract that has expired or otherwise been terminated.
Financial Summary	Describe the fiscal impact of the contract. Will agencies pay for the services? Is it within DIR's budget?
Key Terms	Describe the key terms of the contract. These likely will be items that were negotiated or have significant business/solution impact. Examples include intellectual property, termination, special financial requirements, etc.

### **Quarterly: Review of Operating Budget Status and Approval of Budget Amendments**

DIR staff prepares a report to the board of each previous quarter's financial statements for comparison against the board-approved DIR Annual Operating Budget. Before its presentation to the board for approval, the report is reviewed by the board's Audit and Finance Subcommittee. The report includes an explanation of significant (exceeding five percent) variances. In addition to quarterly financial statements, DIR staff presents budget amendments for board approval as required by the board's Budget Amendment Policy.

### **Annually: Approve DIR Annual Operating Budget, Including Dir Administrative (Cost-Recovery) Fees**

DIR staff prepares and presents an Annual Operating Budget to the board each August for the upcoming fiscal year (September 1–August 31). Before its presentation to the board for approval, the proposed Annual Operating Budget is reviewed by the board's Audit and Finance Subcommittee. The proposed budget must be:

- In line with the fiscal year appropriations approved by the Legislature,
- Based on results of DIR's business planning activities, and
- Reflect allocation of resources to the highest priority activities.

### **Biennially: Approve DIR Legislative Appropriations Request**

Each even-numbered year, DIR staff prepares and presents a Legislative Appropriations Request (LAR) to the board for approval before submitting the request to the Legislature in August of that year. The LAR must:

- Represent DIR's request for funding for the next two fiscal years, and
- Be of a process based on instructions issued by the Legislative Budget Board (LBB) and the Governor's Budget and Policy Offices.

## 1.8 Financial Audits

DIR is [statutorily required](#) to undergo internal audits. Such periodic audits will include audits of major systems and controls including, but not limited to, accounting, administrative and electronic data processing. The periodic internal audit will be achieved by DIR's internal auditor, who reports to the board. Prior to commencement of an internal audit, the board must approve the proposed audit plan which shall be prepared using risk assessment techniques and identify individual audits to be conducted throughout the year. Upon completion, the internal auditor shall report results of audit to the board. Final copies must be filed with the following entities:

- Sunset Advisory Commission,
- Governor's Budget and Policy Offices,
- State Auditor's Office, and
- Legislative Budget Board.

In addition to periodic audits by DIR's internal auditor, the [State Auditor's Office](#) (SAO) performs periodic audits of DIR programs and DIR engages an independent, outside audit firm to conduct an annual financial audit of the state electronic Internet portal contract for [Texas.gov](#) as required by [statute](#).

## 1.9 Legislative Hearings

From time to time, as a DIR board member, you may be called to testify before a Legislative committee or subcommittee. Should this occur, in addition to the following tips, please contact the Office of the [General Counsel](#) for further direction. The following are recommendations in case you are called to testify before a Legislative committee or subcommittee:

- Prepare as much as possible,
- Practice, practice, practice,
- Simply and briefly present the facts,
- Try to keep the presentation to three minutes or less,
- If asked a question to which you don't know the answer, answer as such and indicate that you will get back with the requested information, and
- Be respectful and answer "Yes, sir/No, sir; Yes, ma'am/No, ma'am".

Remember, the reason you were asked to testify is to help the Legislators better understand a subject matter or issue; therefore, your goal is to provide the appropriate level of assistance to the Legislators and their staffs.

## **1.10 Additional responsibilities**

[Chapter 201 of the Texas Administrative Code](#) provides for additional duties and responsibilities of the DIR Board, including setting the strategic direction for the agency and regularly evaluating agency operations, establishing Board subcommittees for major outsourced contracts, establishing Board advisory committees, and establishing donation and other policies.

## Section 2 – DIR: An Overview

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In addition to an overview of the agency’s management and organization, this section provides the requisite information to train new DIR board members on the following topics:

- DIR operated programs,
- DIR management roles and functions,
- DIR rules,
- Current agency financials, and
- Results from the most recent formal audit of DIR.

## 2.1 History

The Texas Legislature determined that state information resources are strategic assets that must be managed as valuable state resources and therefore needed coordinated management to ensure that these resources were deployed in the most cost effective manner. Accordingly, the Legislature stated that it was good state policy to coordinate and direct the use of state agency information resources technologies and provide a cost-effective means to retrieve and/or exchange information by and between state governmental entities.

As such, the Legislature created the Department in 1989 through [TGC 2054](#), the Information Resources Management Act, to provide statewide leadership and oversight for the management of government information and communications technology. Since then, the DIR's responsibilities and authority have evolved significantly.

In 2005, the 79th Legislature signaled a clear mandate for the state to restructure the roles and responsibilities of agencies for the state's investment in information and communication technology. In addition to directing DIR to provide IT security services to state agencies, and requiring state agencies to purchase through the Cooperative Contracts Program, the Legislature directed DIR to consolidate the management of state data center services. DIR responded with a data center services consolidation program to address numerous issues identified by the Legislature. The program sought to perform the following key actions:

- Identify relevant operational details of each previously independently managed data center,
- Identify the operational baseline costs of individual state agency data center services,
- Determine the magnitude of savings realized through a data center consolidation, and
- Obtain such savings through an efficient and effective statewide data center services model.

Since its inception, DIR has served in a leadership role to facilitate the state's economic competitiveness through its ability to deliver quality information resources commodities and services at the lowest prices and best value for state and local government, as well as for K–12 public and higher education systems.

## 2.2 DIR Management

The board meets at least once each quarter of the state fiscal year and may meet at other times at the call of the presiding officer or as provided by department rule. When a quorum (includes both voting members and ex officio members) is present, an affirmative vote of a majority of the voting members of the board present is necessary for an action of the board to be effective. The governor shall designate a member of the board as presiding officer, or board chair.

The board is composed of seven voting members appointed by the Governor with the advice and consent of the Senate. One of the members must be employed by an institution of higher education. These members serve for staggered six-year terms.

In addition, two groups, each composed of three ex officio members, serve on the board on a rotating basis, biennially. The ex officio members serve as nonvoting members of the board. Only one group serves at a time. The first group is composed of the commissioner of insurance, the executive commissioner of the Health and Human Services Commission, and the executive director of the Texas Department of Transportation. Members of the first group serve for two-year terms that begin February 1 of every other odd-numbered year and that expire on February 1 of the next odd-numbered year. The second group is composed of the commissioner of education, the executive director of the Texas Department of Criminal Justice, and the executive director of the Parks and Wildlife Department. Members of the second group serve for two-year terms that begin February 1 of the odd-numbered years in which the terms of members of the first group expire and that expire on February 1 of the next odd-numbered year.

The board shall employ an Executive Director to manage daily operations. The Executive Director is the chief information officer for Texas state government and has authority for all aspects of information technology for state agencies, including:

- The use of technology to support state goals,
- Functional support of state agencies,
- Technology purchases,
- Deployment of new technologies,
- Delivery of technology services, and
- Provision of leadership on technology issues.

## 2.2.1 Governing Board

**Ben Gatzke, DIR Presiding Officer** (Term: Beginning 01/05/2018)

*President and CEO of BorrowWorks, LLC, Fort Worth*

- Member of the Jewel Charity
- Board member of the Baylor University School of Music Board

**Christian Alvarado** (Term: 01/05/2018 to 02/01/2021)

*Partner at CBTX Capital, LLC, Austin*

- Board president of Austin Angels
- Member of the Dell Children's Trust
- Past chief of staff to Texas Railroad Commission Chairman Barry Silverman
- Former member of the One Call Board of Texas
- Member of the State Bar of Texas and the Self Storage Association

**Mike Bell** (Term: 01/05/2018 to 02/01/2023)

*Chief Technology Officer at Houston Police Department, Spring*

- Former president of the Correction Technology Association
- Former committee chair for the American Corrections Association
- Past chief information officer for the Texas Department of Criminal Justice
- Member of the Information Systems Audit and Control Association, International Information System Security Certification Consortium, College of Healthcare Information Management Executives, and Project Management Institution.

**Stuart A. Bernstein** (Term: 1/15/2016 to 2/01/2021)

*Director at CapRidge Partners, Austin*

- Board member of the Toigo Foundation
- Member of the University of Texas Real Estate Finance and Investment Center Advisory Council
- University of Texas System Chancellors Council
- Past president of the University of Texas 1883 Council
- Founder and chairman Emeritus of Young Texans Against Cancer
- President of the Seton Forum
- Board member of the Boy Scouts of Central Texas Investment Foundation
- Past director of the Texas Lyceum
- Past board member of the M.D. Anderson Advance Team

**Stacey Napier** (Term: 06/24/2019 to 02/01/2025)

*Vice Chancellor for Governmental Relations, The University of Texas System*

- Member of the Texas Bar Association
- Volunteers with Generation Serve
- A Woman of Courage member with the Children's Advocacy Centers of Texas

**Jeffrey Tayon** (Term: 04/19/2017 to 02/01/2021)

*Independent Investor, Houston*

- Independent investor focusing on commercial real estate

- Member of the State Bar of Texas, District of Columbia Bar, U.S. Patent and Trademark Office Bar and Texas Bar Foundation

**Kara Thompson** (Term: 06/24/2019 to 02/01/2025)

- Previously served as the chief strategy and risk officer of the Trellis Organization
- Principal and managing consultant of Kara Thompson Consulting

## EX OFFICIO BOARD MEMBERS

**HEALTH AND HUMAN SERVICES COMMISSION** (TERM: 2/01/2019 TO 2/01/2021)

*Steve Buche* (Term initiated: 2/01/2019)

*Deputy Executive Commissioner for Information Technology (CIO)*

- Previously worked for the state of Illinois, serving as chief information officer for nine public safety agencies and six natural and cultural resource agencies while also providing support to technology procurements as interim chief administrative officer
- Held the role of chief information officer for the Illinois Department of Insurance and a non-profit health care organization serving Illinois, Indiana, Iowa and Missouri.

**TEXAS DEPARTMENT OF INSURANCE** (TERM: 2/01/2019 TO 2/01/2021)

*Nancy Clark* (Term initiated: 2/01/2019)

*Deputy Commissioner for Administrative Operations (CFO)*

- Oversees Administrative Operations division includes Agent and Adjuster Licensing, Complaints Processing, Employee Ombudsman, Financial Services, Human Resources, Information Security, Information Technology, and Procurement and General Services. Prior to this position she served as the budget manager and as a budget analyst.
- Former actuarial assistant and the financial manager for an actuarial consulting firm for thirteen years, where she specialized in asset adequacy analysis and reserve reporting and was responsible for all financial reporting, billing, accounts receivable, accounts payable, purchasing, benefits, and facility management.
- Certified Government Financial Manager. She is also an adjunct professor at St. Edward's University Business School and a 2012 graduate from the Texas Fiscal Officers Academy.

**TEXAS DEPARTMENT OF TRANSPORTATION** (TERM: 2/01/2019 TO 2/01/2021)

*James M. Bass* (Term initiated: 2/01/2019)

*Executive Director*

- Previously oversaw TxDOT's [Financial Management Division](#), [Toll Operations Division](#), and [Project Finance and Debt Management Division](#).
- Began his TxDOT career in 1985 working summers in the Fort Worth District and worked part-time as an engineering aide in the Austin District's South Travis/Hays County Area Office while earning his bachelor's degree in accounting at the University of Texas at Austin. Worked full-time as an accounting clerk in the Finance Division's Revenue Accounting Section, and later was promoted to budget analyst in the Budget and Forecasting Section.
- Worked extensively on preparation of TxDOT's Legislative Appropriations Requests, Operating Budgets and Cash Forecasting System. He also works on the agency's public-private partnerships and corresponds with the Legislative Budget Board, State Auditor's Office and the Office of the

Texas Comptroller.

- Selected as finance division director in November 1999, chief financial officer in 2005, and executive director in 2016.

## 2.2.2 Board Subcommittees

### *Audit and Finance Subcommittee*

**Size/Composition/Appointment:** Two board members, appointed by the board chair

**Staff Support:** Martin Zelinsky, Nick Villalpando

**Purpose/Duties:** Internal auditor reports to this subcommittee. DIR finance staff work most directly with this subcommittee on budget/finance issues.

**Legal Basis:** [TGC § 2054.040 \(HB 2472, 83rd Regular Texas Legislature\)](#)

### *Communications Technology Services (TEX-AN/CCTS) and Information Security Subcommittee*

**Size/Composition/Appointment:** Two board members appointed by the board chair

**Staff Support:** Wayne Egeler, Sherri Parks, Martin Zelinsky, Dale Richardson

**Purpose/Duties:** Receive frequent updates on telecommunications services and information security matters

**Legal Basis:** [TGC § 2054.522 \(HB 2472, 83rd Regular Texas Legislature\)](#)

### *Procurement & Contracting Subcommittee*

**Size/Composition/Appointment:** Three board members, appointed by the board chair

**Staff Support:** Martin Zelinsky, Hershel Becker

**Purpose/Duties:** Receive frequent updates on procurement initiatives, cooperative contracts and HUB compliance matters

**Legal Basis:** Discretionary

### *Data Center Services Subcommittee*

**Size/Composition/Appointment:** Three board members, appointed by the board chair

**Staff Support:** Dale Richardson, Sally Ward, Kate Fite

**Purpose/Duties:** Receive frequent updates on data center services program

**Legal Basis:** [TGC § 2054.522 \(HB 2472, 83rd Regular Texas Legislature\)](#)

### *Strategic Oversight Subcommittee (ad hoc)*

**Size/Composition/Appointment:** Three to four board members appointed by the chair

**Staff Support:** John Hoffman, Ed Kelly, Martin Zelinsky

**Purpose/Duties:** To provide strategic oversight to the Agency.

**Legal Basis:** [TGC § 2054.041](#)

### *Texas.gov Subcommittee*

**Size/Composition/Appointment:** Three board members, appointed by the board chair

**Staff Support:** Jennifer Buaas, Mark Howard, George Monnat

**Purpose/Duties:** Receive monthly updates on the Texas.gov program; provide input on program strategy and fee approval requests

**Legal Basis:** TGC § 2054.522 (HB 2472, 83rd Regular Texas Legislature)

### 2.2.3 Executive Leadership



*Amanda Crawford*  
*Executive Director*  
[amanda.crawford@dir.texas.gov](mailto:amanda.crawford@dir.texas.gov)  
512-475-4775

Amanda Crawford is DIR's Executive Director. Amanda has served as the deputy attorney general for administration and general counsel at the Texas Office of the Attorney General. Prior to Amanda's current role, she served as the chief of the Open Records Division and the General Division, an attorney in the Open Records Division, and the public information coordinator for the OAG. She brings extensive state government, leadership, and legal expertise to DIR. Amanda earned her Bachelor of Arts in Spanish from the University of Texas and her law degree from the University of Houston.



*Nick Villalpando*  
*Chief Financial Officer*  
[nick.villalpando@dir.texas.gov](mailto:nick.villalpando@dir.texas.gov)  
512-936-2167

Nick serves as DIR's Chief Financial Officer. A certified public accountant, he joined DIR's finance division in May 2010. In April 2011, Nick accepted the position of DIR Interim Chief Financial Officer and was then promoted to the Chief Financial Officer position. Nick is responsible for leading DIR's finance, budget, and accounting functions. Nick is also responsible for strengthening DIR's fee-setting processes to ensure that DIR sets fees for our various services at levels consistent with cost-recovery principles.

Nick's 19 years of auditing and financial management include his work in public accounting where he managed compliance audits for various public and private clients. In addition to his work as a public auditor, Nick served eight years with the Texas State Auditor's Office where, as an audit manager, he was responsible for managing the audits of various state agencies.

Nick received his Bachelor of Business Accounting and his Master of Professional Accounting (MPA), Accounting and Financial Reporting from The University of Texas at Austin.



*Todd Kimbriel*  
*State Chief Information Officer*  
*Deputy Executive Director*  
[todd.kimbriel@dir.texas.gov](mailto:todd.kimbriel@dir.texas.gov)  
512-475-0579

Todd Kimbriel serves as Deputy Executive Director, and the State CIO for the Texas Department of Information Resources (DIR). He came to public service in 2008 after serving over 25 years in the private sector.

He is a lifelong information technology professional, having spent time in all aspects of technology, including planning, design, operations, and management. His industry experience outside of public service includes telecommunications, aviation, retail merchandizing, and import/export.

Todd graduated from Syracuse University with a Bachelor of Science degree in Finance.



*Martin H. Zelinsky, JD*  
*General Counsel*  
[martin.zelinsky@dir.texas.gov](mailto:martin.zelinsky@dir.texas.gov)  
512-463-9884

Martin Zelinsky serves as the General Counsel for the Texas Department of Information Resources. He and his staff are responsible for providing legal services to all operational and administrative divisions in the agency. Martin has specialized in technology procurement and information security-related matters. Martin previously served as Assistant General Counsel at the Health and Human Services Commission, responsible for technology-related contracting. Before entering public service for the State of Texas in 2003, Martin served as corporate counsel in the wireless telecommunications and natural gas pipeline industries.

Martin has given presentations on IT procurement, technology and information security issues at various state agencies and forums, and served as an Adjunct Professor at St. Edwards University, teaching classes on “Wireless Networking” in the MCIS and MBA graduate programs. He served as chair of the State Agency Coordinating Committee (SACC) – Legal Affairs Subcommittee for the FY 2012/13 biennium.

Martin is a graduate of the South Texas College of Law and Rice University.



*Hershel Becker*  
*Chief Procurement Officer*  
[hershel.becker@dir.texas.gov](mailto:hershel.becker@dir.texas.gov)  
512-475-4617

Hershel Becker joined the Texas Department of Information Resources (DIR) in July 2016 and serves as the Chief Procurement Officer. He is responsible for overseeing and directing procurement and contracting functions for DIR’s Enterprise and Cooperative Contracts.

Hershel brings nearly 30 years of experience in both the public and private sectors. Prior to assuming his current role, Hershel served as the Deputy Director for Contract Operations at the Texas Office of the Attorney General where he directed all major outsourcing initiatives for the Child Support Division. While there, he represented the Office of the Attorney General on the state’s Contract Advisory Team for eight years. He was also responsible for operations of the State Disbursement Unit, employer services and various internal projects.

Prior to his state service, Hershel worked for management consulting, technology services and outsourcing companies, where he spent the majority of his career providing technology-related services to the state of Texas.

Hershel holds a Bachelor’s degree in Accounting from Sam Houston State University.



*John Hoffman*  
*Chief Technology Officer*  
[John.Hoffman@dir.texas.gov](mailto:John.Hoffman@dir.texas.gov)  
512-936-2501

John Hoffman serves as the Chief Technology Officer for the Texas Department of Information Resources. He is responsible for providing comprehensive strategic planning for the agency. John oversees DIR's IT leadership in planning and policy, accessibility, and enterprise solution services.

John brings over 25 years of experience in wired and wireless telecommunications, having held positions in network operations and integration, field operations, program management, sales, and real estate. Most recently John was Director of DIR's Communications Technology Services (CTS) where he had management responsibility of the statewide telecommunications network and contracts including the Capitol Complex Telephone System. During this assignment John focused on providing thought leadership, technical support, competitive environments and enabling innovative solutions to state agencies and other DIR customers.

John holds a Bachelor of Science degree in Engineering Management from the University of Missouri and a Master of Business Administration from Southern Methodist University.



*Dale Richardson*  
*Chief Operations Officer*  
[dale.richardson@dir.texas.gov](mailto:dale.richardson@dir.texas.gov)  
512-463-7370

Dale Richardson serves as the Chief Operations Officer for the Texas Department of Information Resources. He is responsible for the state's telecommunications network, technology sourcing contracts program, Data Center Services (DCS) program, and the Portfolio Project Management Office at DIR.

Mr. Richardson joined the state in 2013 as the Director over the DCS program. Dale was instrumental in leading the DCS program to new heights in terms of meeting contract service level agreements and customer satisfaction for state agencies participating in the program. Before joining state government, Dale's career spanned over 30 years in the information technology and telecommunications industries. Serving in several leadership positions, primarily in engineering and operations, Dale brings a demonstrated ability to lead organizational teams on planning, engineering, constructing, and operating advanced networks and data center operations.

Dale holds a Bachelor of Business Administration in Business Management degree from The University of Texas at Austin.



*Ed Kelly*

*Statewide Data Coordinator*

[ed.kelly@dir.texas.gov](mailto:ed.kelly@dir.texas.gov)

*512-463-1811*

Ed Kelly serves as the Statewide Data Coordinator for the Texas Department of Information Resources. He is responsible for improving data governance and integrity by working with agency leadership to develop data policies, standards, and best practices. In this role, Ed seeks opportunities for data sharing across government to reduce duplicative information collection, increase accountability, improve data management and analysis, and identify future cost savings.

Ed brings over 25 years of experience in information technology and business operations in both the public and private sectors. He has held positions in IT leadership, business continuity planning, business operations management, project management, and security/facilities management. Most recently Ed was the Chief Administrative Officer and Information Resource Manager (IRM) at the Texas Department of Agriculture where he had management responsibility for information technology, human resources, facilities and fleet management, and licensing in support of the agency's statewide regulatory responsibilities. During this assignment Ed focused on providing technical leadership, exceptional customer service, accountability, and transparency as well as enabling innovative technical solutions for the program and support divisions of the agency.



*Robert Armstrong*

*Director of Public Affairs*

[robert.armstrong@dir.texas.gov](mailto:robert.armstrong@dir.texas.gov)

*512-936-9851*

Robert Armstrong serves as the Director of Public Affairs for the Texas Department of Information Resources where he establishes the strategic direction for the office. Mr. Armstrong began his legislative career in the Texas Senate in 2005 and then in 2008 became Legislative Director and most recently General Counsel to Texas State Representative Charlie Geren. In addition to working in the Texas legislature, Mr. Armstrong interned and clerked for the United States Senate, Texas Court of Criminal Appeals, and for a Fort Worth law firm.

Mr. Armstrong is licensed by the State Bar of Texas and holds a Bachelor of Business Administration degree from Texas Christian University and a law degree from the University of Texas School of Law.

The [agency organizational chart](#) is also available on the DIR website.

## 2.3 Agency Advisory Committees

*State Strategic Plan for Information Resources Management Advisory Committee (SSPAC)*

**Size/Composition/Appointment:** Nine to 24 members appointed by the DIR executive director with board approval. Must include two IT managers from state agencies, one from an institution of higher education; one Texan not employed in state government, IT, or communications; one representative from local government; two representatives from IT/communications who do not sell to the state; one IT/communications representative who does sell to the state; and one federal agency representative.

**Purpose/Duties:** Review and advise on the development of the [State Strategic Plan for Information Resources Management](#)

**Legal Basis:** [TGC § 2054.033](#), [TGC § 2054.091](#), [1 TAC 201](#).

*Customer Advisory Committee (CAC)*

**Size/Composition/Appointment:** Nine to 24 members appointed by the DIR executive director. Membership includes customers who receive services from each of the department's key programs and at least three executive level representatives from Texas state agencies, one representative from an institution of higher education; one representative from a local government organization; one representative from [State Agency Coordinating Committee](#)<sup>3</sup> member agency; one representative from a [Mid-size Agency Coordinating Council](#)<sup>4</sup> member agency; and one representative from an agency with fewer than 100 employees.

**Purpose/Duties:** Review and advise on the business needs and strategies with regards to services and programs offered by DIR.

**Legal Basis:** [TGC § 2054.0331](#)

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<sup>3</sup>The purpose of the State Agency Coordinating Committee is to examine administrative and management practices, review problems or issues that have an impact across agency lines, and encourage and foster management practices that are beneficial and cost effective for all state agencies.

<sup>4</sup>The purpose of the Mid-size Agency Coordinating Council is to promote communication and education on issues affecting member agencies.

## 2.4 Program Governance

Several DIR programs have extensive program governance, including:

- Texas.gov,
- Data center services,
- Communication technology services, and
- Security.

### 2.4.1 Texas.Gov

The TexasOnline 2.0 Master Agreement between the vendor and DIR established seven groups for governance of Texas.gov. Of the seven groups established, three include members from DIR and constituent agencies, while the remaining four include members from the vendor and DIR. The groups are as follows:

#### *Executive Steering Committee*

**Composition:** Ten members that include DIR, the vendor, and participating agency representation.

**Purpose:** Provide executive management and strategic oversight for the master agreement by and between DIR and Texas NICUSA, LLC.

**Legal Basis:** Per the [Master Agreement](#). See Exhibit H, Attachment H-1, Section 4

#### *Occupational Licensing Committee*

**Composition:** Members include customers who receive services from the Texas.gov's occupational licensing function. Members include at least the 27 agencies explicitly identified in [statute](#).

**Purpose:** Advise DIR and NIC teams regarding implementation and management of the electronic system for occupational licensing transactions.

**Legal Basis:** [TGC §2054.354](#)

#### *Customer Advisory Council (CAC)*

**Composition:** Members include representation from DIR and the vendor, as well as several members from participating agencies.

**Purpose:** Establish development priorities from statewide customer agency perspective, advise the Executive Steering Committee, DIR management, and Project Review Board.

**Legal Basis:** [TGC §2054.033](#); [Master Agreement](#). See Exhibit H, Attachment H-1, Section 4

#### *Project Review Board*

**Composition:** Composed of DIR and vendor team members and Texas.gov management.

**Purpose:** Verify compliance of proposed projects with standards, working closely with the Architectural and Standards Board.

**Legal Basis:** Per the [Master Agreement](#). See Exhibit H, Attachment H-1, Section 4

#### *Architectural and Standards Board*

**Composition:** Composed of DIR and vendor team members and Texas.gov management.

**Purpose:** Actively promote alignment of development projects with state standards and current practices, including technical architecture, data architecture, and business architecture through non-binding recommendations, as requested by participating agencies.

**Legal Basis:** Per the [Master Agreement](#). See Exhibit H, Attachment H-1, Section 4

*Texas.gov Payment Engine (TPE) Group*

**Composition:** Members include customers who receive services from the Texas.gov, specifically the collection of fees for said services.

**Purpose:** Provide a forum for TPE users to exchange information with one another and the vendor regarding best practices, user needs and concerns, current functionality, and proposed enhancements.

**Legal Basis:** Discretionary

*Veterans Portal Advisory Council*

**Composition:** Members include customers who receive services from the Texas.gov and have a significant interaction with military veterans.

**Purpose:** Provide a forum for discussion and collaboration concerning purpose and content of the Texas.gov Veterans Portal, providing input and feedback regarding the content and the change management process.

**Legal Basis:** Discretionary

## 2.4.2 Data Center Services

The DCS program governance consists of DCS governance committees which provide forums for leadership, oversight, solution and decision making for enterprise-level matters related to the DCS program. The committees are consensus decision-making bodies, with one representative from each partner group and DIR, which make strategic enterprise decisions and resolve escalated issues. The governance committees comprise the Business Executive Leadership Committee, the IT Leadership Committee, and six solution groups. The vendors participate in governance as required to identify technical options for solving issues, participate in collaborative solution development, and provide their technical and business perspective. Governance requirements are duplicated in each of [three Master Services Agreements](#).

*Business Executive Leadership Committee (BELC)*

**Composition:** Seven-member committee comprised of constituent agency deputy executive director-level business executives and DIR management, including Executive Director and Deputy Executive Director.

**Purpose:** Establish enterprise business strategy and objectives for the Data Center Services program and monitor achievement. The committee resolves strategic enterprise business issues related to the program escalated by the IT Leadership Committee.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.2

#### *IT Leadership Committee*

**Composition:** Six-member committee comprised of agency IT directors and the DIR Data Center Services Director.

**Purpose:** Makes strategic technical decisions and resolves issues escalated from solution groups.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.

#### *Transition Solution Group*

**Composition:** DIR customers are organized into five partner groups and each of the governance groups has one representative from each of the five partner groups. In addition to customer representation, each group has a DIR participant and the vendor may be asked to participate as required to provide information and communicate its perspective.

**Purpose:** The Transition Solution Group is a temporary governance group established to provide oversight of the transition to the new service delivery model. During this temporary transition period, it is the front line for addressing most enterprise issues that are not initially resolved between DIR customers, DIR, and DCS service provider staff. The goal is to resolve enterprise issues and escalated DIR customer-specific issues at this level through consensus-based, solution-building efforts. In addition, each group has responsibility for strategic decisions in its area of expertise.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.2

#### *Transformation Solution Group*

**Composition:** DIR customers are organized into five partner groups and each of the governance groups has one representative from each of the five partner groups. In addition to customer representation, each group has a DIR participant and the vendor may be asked to participate as required to provide information and communicate its perspective.

**Purpose:** The Transformation Solution Group was established to oversee the transformation program by resolving issues and changes requested regarding the transformation plan and its milestones. It is the front line for long-term stabilization, consolidation, and optimization by fully addressing most enterprise issues that are not initially resolved between DIR customers, DIR, and DCS service provider staff. The goal is to resolve enterprise issues and escalated DIR customer-specific issues at this level through consensus-based, solution-building efforts. In addition, each group has responsibility for strategic decisions in its area of expertise.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.2

#### *Service Delivery Solution Group*

**Composition:** DIR customers are organized into five partner groups and each of the governance groups has one representative from each of the five partner groups. In addition to customer representation, each group has a DIR participant and the vendor may be asked to participate as required to provide information and communicate its perspective.

**Purpose:** The Service Delivery and Performance Group monitors trends in performance and analyzes trends in service delivery issues. When service and performance issues are identified, the Group is expected to address such issues and reach resolution on an enterprise level. It is the front line for addressing most enterprise issues that are not initially resolved between DIR

customers, DIR, and DCS service provider staff. The goal is to resolve enterprise issues and escalated DIR customer-specific issues at this level through consensus-based, solution-building efforts. In addition, each group has responsibility for strategic decisions in its area of expertise.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.2

#### *Technology Solution Group*

**Composition:** DIR customers are organized into five partner groups and each of the governance groups has one representative from each of the five partner groups. In addition to customer representation, each group has a DIR participant and the vendor may be asked to participate as required to provide information and communicate its perspective.

**Purpose:** The Technology Solution Group was established to approve the technology standards as illustrated in the architecture and platform, guide the evaluation of new and emerging technologies and own the overall technology roadmap for the data centers. It is the front line for addressing most enterprise issues that are not initially resolved between DIR customers, DIR, and DCS service provider staff. The goal is to resolve enterprise issues and escalated DIR customer-specific issues at this level through consensus-based, solution-building efforts. In addition, each group has responsibility for strategic decisions in their area of expertise.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.2

#### *Contracts and Finance Solution Group*

**Composition:** DIR customers are organized into five partner groups and each of the governance groups has one representative from each of the five partner groups. In addition to customer representation, each group has a DIR participant and the vendor may be asked to participate as required to provide information and communicate its perspective.

**Purpose:** The Contracts and Finance Solution Group was established to track and monitor all contract obligations, oversee any changes to original contract, identify trends and resolve issues regarding contractual and financial matters, monitor overall progress of project against identified deliverables and continuously monitor and assess the financial health of the project. It is the front line for addressing most enterprise issues that are not initially resolved between DIR customers, DIR, and DCS service provider staff. The goal is to resolve enterprise issues and escalated DIR customer-specific issues at this level through consensus-based, solution-building efforts. In addition, each group has responsibility for strategic decisions in their area of expertise.

**Legal Basis:** Per the Master Services Agreement. See Exhibit 6, Section 2.2

### **2.4.3 Communication Technology Services**

#### *Telecommunications Customer Advisory Council (TCAC)*

**Composition:** TCAC consists of at least nine but not more than twelve members from participating agencies and the director of the Communications Technology Services division.

**Purpose:** Provide a continuing voice in the broad direction and quality assurance of Communications Technology Services from the customer perspective. It is the duty of the council to represent the greater interests of the State of Texas.

**Legal Basis:** Discretionary

## 2.4.4 Security

*Statewide Information Security Advisory Council (SISAC)*

**Composition:** SISAC consists of 12–24 members from various levels of government, including institutions of higher education, and led by the Chief Information Security Officer of the State of Texas.

**Purpose:** Provide guidance to protect and improve confidentiality, integrity, and security of Texas government information assets and technology.

**Legal Basis:** Discretionary

## 2.5 Services

DIR provides statewide leadership and oversight for management of government information and communications technology. The agency's executive director also serves as the chief information officer (CIO) for the State of Texas. DIR's services include:

- Planning, policy, and governance,
- DIR cooperative contracts,
- Digital government,
- Enterprise IT security,
- Data center services, and
- Voice and data solutions.

### 2.5.1 Planning, Policy, And Governance

Texas state agencies and institutions of higher education invest more than \$2.8 billion annually on technology resources; therefore, the deliverance of projects that are in scope, timely, and on budget are critical to the state. In order to assist agencies in the management and accountability of information resources, the Texas Legislature delegated certain responsibilities to DIR. With legislative and DIR board direction and state agency collaboration, DIR has developed policies, procedures, and standards to guide agencies in planning, reporting, and managing technology resources.

DIR has worked extensively with state agencies and oversight entities to develop and publish a framework that assists agencies in planning, developing, and implementing technology projects. In addition, DIR engages state agencies and other stakeholder communities, including business and technology managers, to develop plans, reports, guidance documents, and education and briefing topics.

DIR facilitates and guides the development and administration of statewide ([TGC § 2054.051\(b\)](#)) policies, standards, guidelines, and procedures. Policy management includes activities that are associated with rulemaking actions and that support collaboration and stakeholder engagement before rule publication. It also establishes a standard and consistent agency-wide approach to technology policy management.

### 2.5.2 DIR Cooperative Contracts

DIR currently offers more than 750 cooperative purchasing contracts for technology products and services including hardware, software, staffing services, maintenance, and other DIR services with a high customer demand. By leveraging the state's volume-buying power to drive down costs through a streamlined cooperative purchasing program, the program generated more than \$2 billion in statewide purchases and more than \$275 million in taxpayer savings in fiscal year 2014.

Any [eligible customer](#) can participate in the DIR Cooperative Contracts program. In addition, public entities outside the state of Texas and assistance organizations may use the program. The Legislature mandated that Texas state agencies must purchase through the Cooperative Contracts program; however, many other public entities throughout the state and beyond take advantage of the program.

In addition to saving the taxpayers money by providing the best value to its customers, the program provides a streamlined process by which vendors can easily access DIR's large customer base.

### **2.5.3 Digital Government**

[Texas.gov](https://www.texas.gov) is the official website for the State of Texas. As a self-supporting, public-private partnership with Texas NICUSA, Texas.gov offers more than 1,000 convenient online services, including driver license and vehicle registration renewals, in a secure infrastructure for more than 100 public customers. Since its inception in 2000, Texas.gov has received more than 200 million site visits and processed more than 160 million financial transactions.

Unlike the DIR Cooperative Contracts program, the use of Texas.gov's numerous interactive online applications is not mandatory for Texas state agencies. However, Texas.gov leverages enterprise-wide services and infrastructure components to provide a cost-effective and service-oriented web solution that meets or, in many cases, exceeds state mandated requirements regarding accessibility, security, privacy, and integration with the Texas Comptroller of Public Accounts. Moreover, while a state agency is not legally required to use Texas.gov, state agencies may not duplicate certain infrastructure components of Texas.gov without prior approval. This includes not duplicating an Internet-based payment system.

### **2.5.4 Enterprise IT Security**

DIR's IT security program, which includes the state Network and Security Operations Center (NSOC), delivers information security management and vulnerability assessment services to Texas state agencies, local governments, and institutions of higher education. DIR also develops statewide security policies and best practices, maintains a 24/7 security alert and response system, and promotes security awareness through training.

### **2.5.5 Data Center Services**

With new multi-year agreements in place, DIR works closely with its three vendors to manage the out-sourced consolidation of 28 key agency (per statute) data centers into two locations. This consolidation has resulted in technology upgrades and improvements, in addition to cost savings, as a result of statewide economies of scale. The 79th Legislature initiated the program with the goal of:

- Consolidating disparate legacy agency facilities,
- Reducing statewide cost for such services,
- Modernizing aging equipment, and
- Increasing security and disaster recovery capabilities.

This DIR initiative enables agencies to access data center computing as a managed service and pay a fee to account for only the services used rather than invest in technologies that become quickly outdated and are expensive to own or lease.

### **2.5.6 Voice and Data Solutions**

Communication Technology Services (CTS) manages the statewide communications infrastructure that provides voice, video, and data, including integrated voice response, telephony, wide area network, virtual private network, and call center solutions to more than 600 state and local government agencies. This infrastructure is adaptable to changing customer requirements, and can rapidly incorporate new and emerging technologies. Similar to the Cooperative Contracts program, DIR leverages the state's

volume-buying power through its TEX-AN program to drive down cost while reducing the barriers often associated with seeking such services, including the lengthy competitive procurement process.

In addition, DIR is responsible for the Capitol Complex Telephone System (CCTS), which is a centrally managed telephone service for state and government agencies in the Austin area and within the Capitol Complex. Through the CCTS, DIR provides the following services:

- Telephone installation, repair, relocation, change, or removal,
- Directory Services including the Capitol Complex Telephone Directory and CCTS operators,
- Voice Mail Services,
- Telephone Coordinator listings for Austin-area state agencies,
- Dial Tone Extension to state agencies off complex in the Austin area,
- Call Center Services, and
- Auto Attendant Routing.

## 2.6 Rules of the Department

From time to time, DIR promulgates new rules or amends or repeals old rules to accomplish its mission. All rulemaking is guided by the Texas Administrative Procedure Act, including approval by the board. The rules below can be found in the [Texas Administrative Code \(TAC\)](#) and are as follows:

<a href="#">Chapter 201</a>	General Administration
<a href="#">Chapter 202</a>	Information Security Standards
<a href="#">Chapter 203</a>	Management of Electronic Transactions and Signed Records
<a href="#">Chapter 204</a>	Interagency Contracts for Information Resources Technologies
<a href="#">Chapter 205</a>	Geographic Information Standards
<a href="#">Chapter 206</a>	State Websites
<a href="#">Chapter 207</a>	Telecommunications Services
<a href="#">Chapter 209</a>	Minimum Standards for Meetings Held by Videoconference
<a href="#">Chapter 210</a>	State Electronic Internet Portal
<a href="#">Chapter 211</a>	Information Resources Managers
<a href="#">Chapter 212</a>	Purchases of Commodity Items
<a href="#">Chapter 213</a>	Electronic and Information Resources
<a href="#">Chapter 215</a>	Statewide Technology Centers for Data and Disaster Recovery Services
<a href="#">Chapter 216</a>	Project Management Practices
<a href="#">Chapter 217</a>	Procurement of Information Resources

## **2.7 Current Financials for DIR**

To understand DIR's operations and properly execute one's duties as a board member, a copy of DIR's current financial statements should be reviewed. A copy of DIR's most current [Annual Financial Report and Operating Budget](#) is available on [DIR's Website](#).

## 2.8 Internal Audit

The mission of the DIR Internal Audit division is to assist DIR management by examining and evaluating:

1. The adequacy and effectiveness of the agency's control processes and
2. The quality of operations and services performed in carrying out assigned responsibilities.

Internal Audit provides an independent review for the agency, including objective analysis, information, and recommendations for remediation. The division provides any necessary follow-up reviews to ensure that corrective action has been taken and the intended results from such actions have been achieved.

The DIR Internal Audit director reports to the DIR board through the Audit and Finance subcommittee. The establishment of the Internal Audit division includes a board-approved Audit and Finance subcommittee charter and a board-approved Internal Audit charter. The subcommittee meets quarterly to discuss internal audit activity.

The Internal Audit division performs an enterprise risk assessment annually, which is used to develop the board-approved, annual internal audit plan. The most recent DIR enterprise risk assessments will be provided by DIR staff.

During the year, the Internal Audit division monitors agency activities and performs scheduled audits, board-requested projects, and investigations. The division also acts as a liaison between any external auditors and DIR.

DIR related [audit reports](#) are found on the [DIR website](#).

### **DIR's Statutory Annual Audits**

In addition to audits performed by the DIR Internal Audit division, the following audits are also performed on the following DIR services, by external auditors, on an annual basis:

- Texas.gov: Financial Audit (statutorily required),
- Texas.gov: Statement on Standards for Attestation Engagements (SSAE) (contractually required), and
- Data Center: SSAE 16 (contractually required).

## 2.9 Additional Resources

### [Office of the Governor](#)

- [Gov. Abbott's Principles for a Stronger Texas](#)
- [Budget, Planning, and Policy](#)
- [Appointments](#)
- [Press Announcements](#)

### [Office of the Attorney General](#)

- [Open Government](#)
- [Open Government Training](#)
- [Open Meetings Handbook \(PDF\)](#)

### [Texas Ethics Commission](#)

- [Publications and Guides](#)
- [Personal Financial Statement](#)
- [Online Ethics Training](#)
- [Guide to Ethics Laws](#)

### [Office of the Secretary of State](#)

- [State Rules and Open Meetings](#)
- [Texas Administrative Code](#)
- [Open Meeting Postings](#)

### [Texas Comptroller of Public Accounts](#)

### [State Auditor's Office](#)

### [Sunset Advisory Commission](#)

### [Texas State Senate](#)

- [Nominations Committee](#)

### [Texas House of Representatives](#)

### [List of Texas State Agencies and Websites](#)

### [Texas Legislature Online](#)

- [Texas Statutes](#)
- [Texas Constitution](#)

### [Texas.gov](#)

### [State Capitol Maps and Floor Plans](#)

## **3.0 Board Subcommittee Charters**

### **Texas.gov Subcommittee Charter**

The Texas.gov Subcommittee (Subcommittee) Charter is the formal document that defines the Subcommittee's purpose, authority, and responsibility. It also establishes the Subcommittee's composition, meetings, compliance, and reporting requirements.

#### **Purpose**

The purpose of the Texas.gov Subcommittee (Subcommittee) Charter is to assist the Board of the Department of Information Resources (DIR) in fulfilling its oversight responsibilities. The Subcommittee's oversight responsibilities include:

- Receiving quarterly updates on the Texas.gov program
- Providing input on Texas.gov program strategy, fee approval requests, and business cases

#### **Composition**

The Subcommittee will consist of at least two and no more than four members of the DIR Board. The DIR Board Chair appoints the Chair and members of the Subcommittee. Each Subcommittee member will be both independent and knowledgeable with respect to Texas.gov portal, payment services, and business operations activities.

#### **Meetings**

The Subcommittee will meet at least four times a year. The Subcommittee can add additional meetings with the approval of the Subcommittee Chair and can invite others to attend the meetings to provide pertinent information as necessary. The DIR Board, through the Subcommittee, shall hold non-public meetings with the Digital Government division and is not required to meet with the Digital Government division in an open meeting to discuss issues related to Texas.gov competitive procurements.

#### **Authority**

Legal authority for the Subcommittee is found in Texas Government Code, §2054.522 (HB 2472, 83rd Regular Texas Legislature). The Subcommittee is responsible for guidance, review and monitoring the Texas.gov functions and activities. The Subcommittee is authorized to the following:

- Provide program and fee recommendations to the DIR Board for its review, consideration, and approval
- Review all major Texas.gov activities
- Review and advise regarding resolution of any problems, issues and statutory compliance with regard to Texas.gov activities
- Meet with agency staff and Executive Leadership as necessary

#### **Duties and Responsibilities**

##### **Responsibilities**

- Monitor Texas.gov transaction and revenue trends
- Monitor Texas.gov Customer Satisfaction
- Monitor Texas.gov Application Reliability Service Level Agreement (SLA) Performance
- Review and monitor new Texas.gov program highlights
- Provide input on Texas.gov program strategy, fee approval requests, and business cases

##### **Reporting Requirements**

- Report to the DIR Board about Subcommittee activities, issues, and any related recommendations regarding the statutory compliance or integrity of Texas.gov activities
- Report to the DIR Board on the performance of the Texas.gov function
- Review any other Texas.gov issues that relate to the Subcommittee responsibilities

**Other Responsibilities**

- Review and assess the adequacy of the Subcommittee charter periodically, requesting the Board approval for proposed changes, and ensuring appropriate disclosure as may be required by a law or regulation
- Perform other activities related to this charter, as requested by the DIR Board

## **Communications Technology Services (TEX-AN/CCTS) and Information Security Subcommittee Charter**

The Communications Technology Services (TEX-AN/CCTS) and Information Security Subcommittee (Subcommittee) Charter is the formal document that defines the Subcommittee's purpose, authority, and responsibility. It also establishes the Subcommittee's composition, meetings, compliance, and reporting requirements.

### **Purpose**

The purpose of the Communications Technology Services (TEX-AN/CCTS) and Information Security Subcommittee (Subcommittee) Charter is to assist the Board of the Department of Information Resources (DIR) in fulfilling its oversight responsibilities. The Subcommittee's oversight responsibilities include:

- Receiving frequent updates on Telecommunications services
- Receiving frequent updates on Information Security matters; and
- Monitoring adequacy of resources and personnel for the Communications Technology Services (TEX-AN/CCTS) and Information Security program

### **Composition**

The Subcommittee will consist of at least two and no more than four members of the DIR Board. The DIR Board Chair appoints the Chair and members of the Subcommittee. Each Subcommittee member will be both independent and knowledgeable with respect to cybersecurity, telecommunications, business operations, electronic governance, risk and compliance matters.

### **Meetings**

The Subcommittee will meet at least four times a year. The Subcommittee can add additional meetings with the approval of the Subcommittee Chair and can invite others to attend the meetings to provide pertinent information as necessary. The DIR Board, through the Subcommittee, shall hold non-public meetings with Communications Technology Services (TEX-AN/CCTS) and Information Security division staff and is not required to meet with Communications Technology Services (TEX-AN/CCTS) and Information Security divisions in an open meeting to discuss issues related to DIR competitive procurements.

### **Authority**

Legal authority for the Subcommittee is found in Texas Government Code, § 2054.522 (HB 2472, 83rd Regular Texas Legislature). The Subcommittee is responsible for guidance, review and monitoring the Communications Technology Services (TEX-AN/CCTS) and Information Security functions and activities. The Subcommittee is authorized to do the following:

- Provide program recommendations to the DIR Board for its review, consideration, and approval
- Review all major Communications Technology Services (TEX-AN/CCTS) and Information Security activities
- Review and advise DIR staff regarding any problems, issues and statutory compliance with regard to Communications Technology Services (TEX-AN/CCTS) and Information Security activities
- Meet with agency staff and Executive Leadership as necessary

### **Duties and Responsibilities**

#### **Communications Technology Services Responsibilities**

- Review TEX-AN and CCTS Network upgrades
- Review Capitol Complex VoIP Conversion progress and activities
- Monitor TEX-AN and CCTS customers and purchases

**Information Security Responsibilities**

- Monitor statewide information security program assessments and participation
- Review progress with respect to Security Assessments
- Monitor InfoSec Academy activities
- Monitor eGRC tool implementation activities

**Reporting Requirements**

- Report to the DIR Board about Subcommittee activities, issues, and any related recommendations regarding the statutory compliance or integrity of Communications Technology Services (TEX-AN/CCTS) and Information Security activities
- Report to the DIR Board on the performance, and adequacy of resources of the Communications Technology Services (TEX-AN/CCTS) and Information Security function
- Review any other Communications Technology Services (TEX-AN/CCTS) and Information Security issues that relate to the Subcommittee responsibilities

**Other Responsibilities**

- Review and assess the adequacy of the Subcommittee charter periodically, requesting the Board approval for proposed changes, and ensuring appropriate disclosure as may be required by a law or regulation
- Perform other activities related to this charter, as requested by the DIR Board

## **Finance and Audit Subcommittee Charter**

The Finance and Audit Subcommittee (Subcommittee) Charter is the formal document that defines the Subcommittee's purpose, authority, and responsibility. It also establishes the Subcommittee's composition, meetings, compliance, and reporting requirements.

### **Purpose**

The purpose of the Finance and Audit Subcommittee (Subcommittee) Charter is to assist the Board of the Department of Information Resources (DIR) in fulfilling its oversight responsibilities. The Subcommittee's oversight responsibilities include:

- The reliability, integrity, and security of operational and financial information
- The effectiveness of the agency's risk management and internal controls
- DIR's compliance with state laws, regulations, and contracts
- DIR's ethics objectives, programs, and activities
- The performance of the Chief Financial Office, and the Internal Audit function
- the adequacy of resources and independence of the Internal Audit function

### **Composition**

The Subcommittee will consist of at least two and not more than three members of the DIR Board. The DIR Board Chair appoints the Chair and members of the Subcommittee. Each Subcommittee member will be both independent and financially literate.

### **Meetings**

The Subcommittee will meet at least four times a year. The Subcommittee can add additional meetings with the approval of the Subcommittee Chair and can invite others to attend the meetings to provide pertinent information as necessary. The DIR Board, through the Subcommittee, shall hold non-public meetings with Internal Audit and is not required to meet with Internal Audit in an open meeting to discuss issues related to fraudulent conduct. If necessary, the Subcommittee may meet in private with Internal Audit without the presence of any DIR Staff.

### **Authority**

The Subcommittee is responsible for implementing and monitoring the DIR Internal Audit function, and for reviewing DIR's financial statements and budget. The Subcommittee can authorize investigations into any matters within its scope of responsibility. The Subcommittee is authorized to the following:

- Recommend audit policies and procedures to the DIR Board for its review, consideration, and approval
- The appointment, compensation, and oversight of the work of any external accounting or auditing firm
- The scope of audit services of the Internal Audit function
- The use of independent counsel or other advisors as deemed necessary to carry out the DIR Board's audit duties
- The resolution of any disagreements between DIR Executive Leadership and Internal Audit
- Approval of the Internal Audit charter, annual plan, annual report, and all audit or investigative reports
- Meet with agency staff, Executive Leadership, Internal Audit, external auditors, or outside counsel, as necessary

### **Duties and Responsibilities**

#### **Financial Statements**

- Review significant accounting and reporting issues and understand their impact on the financial

statements

- Review financial statements and consider whether they are complete and consistent with information known to Subcommittee members
- Review DIR's annual operating budget request and proposed fees prior to submission to the DIR Board for approval
- Review DIR's legislative appropriations request prior to submission to the DIR Board for approval
- Review proposed budget amendments prior to submission to the DIR Board for approval

#### **Internal Control**

- Consider the effectiveness of the agency's internal control system, including information technology and security
- Understand the scope of internal and external auditor's review of internal control over financial reporting, and obtain reports on significant issues and recommendations, together with Executive Leadership's responses

#### **Internal Audit**

- Review with DIR Executive Leadership and approve Internal Audit resources (budget and staffing levels) to ensure that significant risks identified in the Internal Audit annual risk assessment are adequately covered within a reasonable period
- Ensure there are no unjustified restrictions or scope limitations
- Review and concur in the evaluation, appointment, compensation, or removal of the Director of Internal Audit
- Review the performance and effectiveness of the Internal Audit function, including conformance with required auditing standards, auditing law, and code of ethics
- Meet privately on a regular basis with the Director of Internal Audit to discuss any matters that the Subcommittee or the Director of Internal Audit believes should be discussed privately
- Meet in a closed setting with the Director of Internal Audit to discuss issues related to fraudulent conduct
- Review with DIR Executive Leadership and approve the Internal Audit charter, annual plan, major changes to the annual plan, annual report and other audit or investigative reports
- Ensure the independence of the Internal Audit function

#### **External Audit**

- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with Internal Audit

#### **Compliance**

- Review the effectiveness of the system for monitoring compliance with laws, regulations, contracts, and the results of Executive Leadership's investigations and follow-up of any instances of non-compliance
- Review the findings of any examinations by regulatory agencies, and any auditor observations
- Obtain regular updates from the DIR General Counsel regarding compliance matters

#### **Reporting Requirements**

- Report to the DIR Board about Subcommittee activities, issues, and any related recommendations regarding the quality or integrity of the agency's financial statements and compliance with regulatory requirements
- Report to the DIR Board on the performance, independence, and adequacy of resources of the

Internal Audit function

- Review any other reports DIR issues that relate to the Subcommittee responsibilities

**Other Responsibilities**

- Request and oversee special investigations as needed
- Review and assess the adequacy of the Subcommittee charter periodically, requesting the Board approval for proposed changes, and ensuring appropriate disclosure as may be required by a law or regulation
- Perform other activities related to this charter, as requested by the Board

## **Procurement & Contracting Subcommittee Charter**

The Procurement & Contracting Subcommittee (Subcommittee) Charter is the formal document that defines the Subcommittee's purpose, authority, and responsibility. It also establishes the Subcommittee's composition, meetings, compliance, and reporting requirements.

### **Purpose**

The purpose of the Procurement & Contracting Subcommittee (Subcommittee) Charter is to assist the Board of the Department of Information Resources (DIR) in fulfilling its oversight responsibilities. The Subcommittee's oversight responsibilities include:

- Provide guidance related to procurement and contracting matters, including but not limited to overall procurement and contracting strategy, vendor and contract management, Enterprise (Shared Services) Contracts, Cooperative Contracts program, and the agency's HUB program
- Ensure the statutory reliability and integrity of the agency procurement program
- Promote the effectiveness of the agency's procurement checks and balances
- Ensure DIR's compliance with state procurement laws, regulations, and contracts
- Direct DIR's procurement ethics objectives, programs, and activities
- Evaluate the adequacy of resources and personnel for the contracting function
- Assure all legislative directives and objectives regarding contracting for the agency are implemented
- Monitor all DIR major outsourced contracts

### **Composition**

The Subcommittee will consist of at least two and not more than four members of the DIR Board. The DIR Board Chair appoints the Chair and members of the Subcommittee. Each Subcommittee member will be both independent and knowledgeable with respect to State contracting practices.

### **Meetings**

The Subcommittee will meet at least four times a year. The Subcommittee can add additional meetings with the approval of the Subcommittee Chair and can invite others to attend the meetings to provide pertinent information as necessary. The DIR Board, through the Subcommittee, shall hold non-public meetings with the Chief Procurement Office and is not required to meet with the Chief Procurement Office in an open meeting to discuss issues related to DIR competitive procurements.

### **Authority**

Legal authority for the Subcommittee is general authority. The Subcommittee is responsible for guidance, review and monitoring the DIR Contracting function, and for reviewing DIR's Cooperative and Enterprise Contracting initiatives. The Subcommittee is authorized to do the following:

- Recommend Contracting policies and procedures to the DIR Board for its review, consideration, and approval
- Review of all major DIR procurement activities
- Monitor and advise regarding DIR's HUB program and goals
- Review and advise DIR staff regarding any problems, issues or statutory compliance with regard to major DIR procurements
- Recommend action on the annual DIR Annual Procurement Plan
- Meet with agency staff and Executive Leadership as necessary

### **Duties and Responsibilities**

#### **Cooperative Contracts**

- Review significant cooperative contracts issues, including prospective amendments, and

understand their impact on the Annual Procurement Plan

- Review major procurements and consider whether they are complete and consistent with information known to Subcommittee members
- Review DIR Cooperative Contracts executed over the past quarter

#### **Enterprise Contracts**

- Review significant Enterprise Contracts issues, including prospective amendments and understand their impact on the Annual Procurement Plan
- Review major procurements and consider whether they are complete and consistent with information known to Subcommittee members
- Review DIR Enterprise Contracts executed over the past quarter

#### **HUB Program**

- Review the performance and effectiveness of the DIR HUB function, including conformance with current required HUB standards

#### **Procurement Plan**

- Advise and monitor issues with respect to the DIR Annual Procurement Plan

#### **Reporting Requirements**

- Report to the DIR Board about Subcommittee activities, issues, and any related recommendations regarding the statutory compliance or integrity of the agency's procurement activities
- Report to the DIR Board on the performance, and adequacy of resources of the Contracting function
- Review any other DIR procurement issues that relate to the Subcommittee responsibilities

#### **Other Responsibilities**

- Monitor agency contracting audits as needed
- Review and assess the adequacy of the Subcommittee charter periodically, requesting the Board approval for proposed changes, and ensuring appropriate disclosure as may be required by a law or regulation
- Perform other activities related to this charter, as requested by the DIR Board

## **Statewide Technology Services Subcommittee Charter**

The Statewide Technology Services Subcommittee (Subcommittee) Charter is the formal document that defines the Subcommittee's purpose, authority, and responsibility. It also establishes the Subcommittee's composition, meetings, compliance, and reporting requirements.

### **Purpose**

The purpose of the Statewide Technology Services Subcommittee (Subcommittee) Charter is to assist the Board of the Department of Information Resources (DIR) in fulfilling its oversight responsibilities. The Subcommittee's oversight responsibilities include:

- Receive routine updates on DIR's Statewide Technology Services including Data Center Services, Managed Application Services and Managed Security Services programs
- Monitor adequacy of resources and personnel for DIR's Statewide Technology Services programs
- Composition

The Subcommittee will consist of at least two and no more than four members of the DIR Board. The DIR Board Chair appoints the Chair and members of the Subcommittee. Each Subcommittee member will be both independent and knowledgeable with respect to shared technology services or business operations.

### **Meetings**

The Subcommittee will meet at least four times a year. The Subcommittee can add additional meetings with the approval of the Subcommittee Chair and can invite others to attend the meetings to provide pertinent information as necessary. The DIR Board, through the Subcommittee, shall hold non-public meetings with Statewide Technology Services and is not required to meet with Statewide Technology Services in an open meeting to discuss issues related to DIR competitive procurements.

### **Authority**

Legal authority for the Subcommittee is found in Texas Government Code, § 2054.522 (HB 2472, 83rd Regular Texas Legislature). The Subcommittee is responsible for guidance, review and monitoring the DIR Statewide Technology Services functions and activities Subcommittee is authorized to the following:

- Provide program recommendations to the DIR Board for its review, consideration, and approval
- Review and advise regarding all major DIR Statewide Technology Services activities
- Decide any problems, issues and statutory compliance with regard to Statewide Technology Services activities
- Meet with agency staff and Executive Leadership as necessary

### **Duties and Responsibilities**

#### **Responsibilities**

- Monitor Statewide Technology Services Performance
- Gauge Statewide Technology Services Customer Satisfaction
- Review Statewide Technology Services Consolidation Activities

#### **Reporting Requirements**

- Report to the DIR Board about Subcommittee activities, issues, and any related recommendations regarding the statutory compliance or integrity of Statewide Technology Services activities
- Report to the DIR Board on the performance, and adequacy of resources of the Statewide Technology Services function
- Review any other DIR Statewide Technology Services issues that relate to the Subcommittee responsibilities

**Other Responsibilities**

- Review and assess the adequacy of the Subcommittee charter periodically, requesting the Board approval for proposed changes, and ensuring appropriate disclosure as may be required by a law or regulation
- Perform other activities related to this charter, as requested by the DIR Board

## **Strategic Oversight Subcommittee Charter**

The Strategic Oversight Subcommittee (Subcommittee) Charter is the formal document that defines the Subcommittee's purpose, authority, and responsibility. It also establishes the Subcommittee's composition, meetings, compliance, and reporting requirements.

### **Purpose**

The purpose of the Strategic Oversight Subcommittee (Subcommittee) Charter is to assist the Board of the Department of Information Resources (DIR) in fulfilling its oversight responsibilities. The Subcommittee's oversight responsibilities include:

- Reviewing strategic oversight to the Agency
- Receiving frequent updates on Strategic Oversight matters
- Monitoring adequacy of resources and personnel for Strategic Oversight activities

### **Composition**

The Subcommittee will consist of at least two and not more than four members of the DIR Board. The DIR Board Chair appoints the Chair and members of the Subcommittee. Each Subcommittee member will be both independent and knowledgeable with respect to information technology or business operations matters.

### **Meetings**

The Subcommittee will meet at least four times a year. The Subcommittee can add additional meetings with the approval of the Subcommittee Chair and can invite others to attend the meetings to provide pertinent information as necessary. The DIR Board, through the Subcommittee, shall hold non-public meetings with the Chief Technology Office or the Statewide Data Office and is not required to meet with the Chief Technology Office or the Statewide Data Office in an open meeting to discuss issues related to DIR competitive procurements.

### **Authority**

Legal authority for the Subcommittee is found in Texas Government Code, § 2054.041. The Subcommittee is responsible for guidance, review and monitoring the DIR Chief Technology Office functions and activities. Subcommittee is authorized to the following:

- Provide recommendations to the DIR Board regarding its strategic direction for the department
- Review and evaluate new initiatives for, or categories of, services offered by the department
- Regularly evaluate the extent to which the department fulfills the department's information resources technology mission by providing cost-effective services and meeting customer needs
- Regularly evaluate department operations, including an evaluation of analytical data and information regarding trends in department revenue and expenses, as well as performance information
- Meet with agency staff and Executive Leadership as necessary

## **Duties and Responsibilities**

### **Responsibilities**

- Monitor statewide IT expenditures
- Legislative recommendations
- Monitor strategic goals progression

### **Reporting Requirements**

- Biennial Performance Report
- Report to the DIR Board about Subcommittee activities, issues, and any related

recommendations regarding Strategic Oversight activities

- Report to the DIR Board on the performance, and adequacy of resources of the Chief Technology Office or the Statewide Data Office functions
- Review any other Strategic Oversight issues that relate to the Subcommittee responsibilities

**Other Responsibilities**

- Review and assess the adequacy of the Subcommittee charter periodically, requesting the Board approval for proposed changes, and ensuring appropriate disclosure as may be required by a law or regulation
- Perform other activities related to this charter, as requested by the DIR Board